

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

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<i>In re:</i>	:	Chapter 11
	:	
GT ADVANCED TECHNOLOGIES INC., et al.,	:	Case No. 14-11916-HJB
	:	
Debtors.¹	:	Jointly Administered
	:	
	X	

**OMNIBUS ORDER GRANTING INTERIM AND FINAL APPLICATIONS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES [COURT
DOCKET NOS. 3349, 3351, 3399, 3446, 3448, 3449, 3451, 3452, 3453,
3454, 3463, 3464, 3466, 3467, 3468, 3469, 3470, 3471, 3473]**

The following interim and final applications (collectively, the “Estate Professional Applications”) were filed with the Court in respect of the compensation and reimbursement of expenses of: (i) Nixon Peabody LLP, as local counsel to the Debtors [Docket No. 3451]; (ii) Paul Hastings LLP, as counsel to the Debtors [Docket No. 3448]; (iii) Ropes & Gray LLP, as corporate and special counsel for the Debtors [Docket No. 3349 and 3464]; (iv) Quinn Emanuel Urquhart & Sullivan, LLP, as special counsel to GT Advanced Equipment Holding LLC [Docket No. 3467]; (v) Alvarez & Marsal North America, LLC, as restructuring advisors to the Debtors [Docket No. 3453]; (vi) Rothschild Inc., as financial advisor and investment banker to the Debtors [Docket No. 3449]; (vii) StoneTurn Group, LLP, as accountants to the Debtors [Docket No. 3351 and 3466]; (viii) PricewaterhouseCoopers LLP, as accountants and tax advisors to the Debtors [Docket No. 3452]; (ix) Hilco Valuation Services, LLC, as appraiser and valuation consultant to the Debtors [Docket No. 3446]; (x) Devine Millimet & Branch, P.A., as counsel to the Creditors’

¹ The Reorganized Debtors, along with the last four digits of each reorganized debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), Lindbergh Acquisition Corp. (5073), GT Advanced Cz LLC (9815), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

Committee [Docket No. 3471]; (xi) Kelley, Drye & Warren, LLP, as counsel for the Creditors' Committee [Docket No. 3473]; (xii) EisnerAmper LLP, as financial advisors to the Creditors' Committee [Docket No. 2527]; (xiii) Houlihan Lokey Capital, Inc., as investment banker to the Creditors' Committee [Docket No. 3470]; (xiv) Kelley Drye & Warren LLP for reimbursement of expenses incurred by the members of the Creditors' Committee; (xv) Kasowitz, Benson, Torres & Friedman LLP, as ordinary course professional to the Debtors [Docket No. 3463]], (xvi) Parker Ibrahim & Berg LLC, as ordinary course professional to the Debtors [Docket No. 3454] ; and (xvii) Wilmer Cutler Pickering Hale & Dorr LLP, as ordinary course professional to the Debtors [Docket No. 3399] (collectively, the "Estate Professional Applicants").

The Consolidated Final Report of Joseph J. McMahon, Jr., Fee Examiner, Pertaining to the Interim Fee Applications of Certain Retained Professionals for the Period from October 2015 Through March 2016 (as amended, the "Report") [Docket Nos. 3510 and 3518] was filed with this Court on June 7, 2016.

As set forth in the Report, the Estate Professional Applicants agree with the recommendations set forth in the Report regarding the fees to be allowed and expenses to be reimbursed as detailed in Exhibit A and Exhibit B attached hereto.²

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Estate Professional Applications are granted on a final basis as set forth herein.
2. The amounts set forth in the columns titled "Allowed Final Fees" and "Allowed Final Expenses" (under the header "Final Period") of Exhibit A attached hereto are hereby

² The Report does not seek to modify the amount of fees and expenses sought in the fee application of StoneTurn Group, LLP.

approved and allowed, on a final basis, as administrative expenses, and the Debtors are authorized and directed to pay such amounts to the extent not previously paid.

3. The amounts set forth in the columns titled “Allowed Fees” and “Allowed Expenses” of Exhibit B attached hereto are hereby approved and allowed, on a final basis, as administrative expenses, and the Debtors are authorized and directed to pay such amounts to the extent not previously paid.

4. The amount of \$27,654.05 in expenses incurred by the members of the Creditors’ Committee during the period from October 14, 2014 through and including March 17, 2016 is hereby approved and allowed, on a final basis, as an administrative expense, and the Debtors are authorized and directed to pay such amounts to the extent not previously paid to Kelley Drye.

5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

It is so ORDERED this 8th day of June, 2016.

/s/ Henry J. Boroff

Honorable Henry J. Boroff
United States Bankruptcy Judge

Exhibit A

	D.I.	Interim Period Covered	Current Interim Period					
			Fees Requested	Expense Reimb. Requested	Total Amount Requested	Allowed Fees	Allowed Expenses	Total Amount Allowed
Nixon	3451	10/7/2015 through 3/31/2016	\$ 82,159.50	\$ 4,531.13	\$ 86,690.63	\$ 78,551.93	\$ 4,531.13	\$ 83,083.06
Paul Hastings	3448	10/1/2015 through 3/17/2016	\$ 4,212,867.00	\$ 93,351.87	\$ 4,306,218.87	\$ 4,112,867.00	\$ 89,858.34	\$ 4,202,725.34
Ropes	3349 & 3464	10/1/2015 through 3/17/2016	\$ 1,651,162.00	\$ 56,993.19	\$ 1,708,155.19	\$ 1,581,162.00	\$ 46,993.19	\$ 1,628,155.19
Quinn Emanuel	3467	10/1/2015 through 3/16/2016	\$ 76,205.50	\$ 2,422.57	\$ 78,628.07	\$ 73,705.50	\$ 2,422.57	\$ 76,128.07
Alvarez & Marsal	3453	10/1/2015 through 3/17/2016	\$ 897,024.00	\$ 29,529.32	\$ 926,553.32	\$ 887,024.00	\$ 29,529.32	\$ 916,553.32
Rothschild	3449	10/1/2015 through 3/31/2016	\$ 5,557,436.00	\$ 42,309.40	\$ 5,599,745.40	\$ 5,557,436.00	\$ 4,355.75 ¹	\$ 5,561,791.75
StoneTurn	3351& 3466	10/1/2015 through 3/17/2016	\$ 74,222.50	\$ 878.58	\$ 75,101.08	\$ 74,222.50	\$ 878.58	\$ 75,101.08
PwC	3452	10/1/2015 through 3/16/2016	\$ 293,752.54	\$ 592.21	\$ 294,344.75	\$ 279,752.54	\$ 592.21	\$ 280,344.75
Devine Millimet	3471	10/1/2015 through 3/31/2016	\$ 149,742.50	\$ 2,673.40	\$ 152,415.90	\$ 145,742.50	\$ 2,673.40	\$ 148,415.90
Kelley Drye	3473	10/1/2015 through 3/31/2016	\$ 1,226,937.00	\$ 33,377.50	\$ 1,260,314.50	\$ 1,209,437.00	\$ 33,088.14 ²	\$ 1,242,525.14
Eisner Amper	3469	10/1/2015 through 3/31/2016	\$ 32,610.50	\$ 246.95	\$ 32,857.45	\$ 29,610.50	\$ 246.95	\$ 29,857.45
Houlihan	3470	10/1/2015 through 3/17/2016	\$ 3,585,000.00	\$ 8,576.31	\$ 3,593,576.31	\$ 3,585,000.00	\$ 7,208.36	\$ 3,592,208.36
1) This amount includes \$3,911.82 of expenses that had been deferred from the second and third interim fee applications.								
2) This amount includes \$16,041.72 of online research expenses that had been deferred from the second and third interim fee applications and to which the Fee Examiner is not objecting. Moreover, the amount of \$33,088.14 also reflects a reduction of \$289.36 to reflect the agreement with the Fee Examiner regarding online research charges.								
	D.I.	Final Period Covered	Final Period					
			Final Fees Requested	Final Expense Reimb. Requested	Total Amount Requested	Allowed Final Fees	Allowed Final Expenses	Total Final Amount Allowed
Nixon	3451	10/6/2014 through 3/31/2016	\$ 276,897.55	\$ 24,873.64	\$ 301,771.19	\$ 273,289.98	\$ 24,873.64	\$ 298,163.62
Paul Hastings	3448	10/6/2014 through 3/17/2016	\$14,623,261.25	\$ 316,685.76	\$14,939,947.01	\$14,523,261.25	\$ 313,192.23	\$14,836,453.48
Ropes	3349 & 3464	10/6/2014 through 3/17/2016	\$ 8,290,128.25	\$ 172,321.14	\$ 8,462,449.39	\$ 8,220,128.25	\$ 162,321.14	\$ 8,382,449.39
Quinn Emanuel	3467	10/6/2014 through 3/16/2016	\$ 173,264.00	\$ 5,860.44	\$ 179,124.44	\$ 170,764.00	\$ 5,860.44	\$ 176,624.44
Alvarez & Marsal	3453	10/6/2014 through 3/17/2016	\$ 4,476,277.00	\$ 197,009.55	\$ 4,673,286.55	\$ 4,466,277.00	\$ 197,009.55	\$ 4,663,286.55
Rothschild	3449	10/6/2014 through 3/31/2016	\$ 8,591,710.19	\$ 296,020.39	\$ 8,887,730.58	\$ 8,591,710.19	\$ 226,135.82	\$ 8,818,289.94
StoneTurn	3351& 3466	2/16/2015 through 3/17/2016	\$ 826,752.50	\$ 7,066.90	\$ 833,819.40	\$ 826,752.50	\$ 7,066.90	\$ 833,819.40
PwC	3452	10/6/2014 through 3/16/2016	\$ 1,120,650.17	\$ 6,468.25	\$ 1,127,118.42	\$ 1,106,650.17	\$ 6,468.25	\$ 1,113,118.42
Devine Millimet	3471	10/14/2014 through 3/31/2016	\$ 443,957.50	\$ 7,501.04	\$ 451,458.54	\$ 439,957.50	\$ 7,501.04	\$ 447,458.54
Kelley Drye	3473	10/14/2014 through 3/31/2016	\$ 5,135,010.50	\$ 106,854.39	\$ 5,241,864.89	\$ 5,117,510.50	\$ 106,565.03	\$ 5,224,075.53
Eisner Amper	3469	10/29/2014 through 3/31/2016	\$ 580,676.00	\$ 4,932.58	\$ 585,608.58	\$ 577,676.00	\$ 4,932.58	\$ 582,608.58
Houlihan	3470	10/14/2014 through 3/17/2016	\$ 5,323,767.12	\$ 79,213.33	\$ 5,402,980.45	\$ 5,323,767.12	\$ 77,845.38	\$ 5,401,612.50

Exhibit B

	D.I.	Period Covered	Fees Requested	Expense Reimb. Requested	Total Amount Requested	Allowed Fees	Allowed Expenses	Total Amount Allowed
Hilco	3446	11/6/2014 through 12/10/2014	\$ 115,000.00	\$ 11,999.26	\$ 126,999.26	\$ 115,000.00	\$ 11,028.22	\$ 126,028.22
Parker Ibrahim	3454	7/31/2015 through 10/31/2015	\$ 37,192.50	\$ 36,289.02	\$ 73,481.52	\$ 33,692.50	\$ 36,289.02	\$ 69,981.52
Kasowitz	3463	5/29/2015 through 2/29/2016	\$ 309,803.80	\$ 2,193.80	\$ 311,997.60	\$ 305,369.65	\$ 2,193.80	\$ 307,563.45
WilmerHale	3399	8/1/2015 through 9/30/2015	\$ 100,037.50	\$ 1,036.00	\$ 101,073.50	\$ 95,037.50	\$ 1,036.00	\$ 96,073.50